



Offer Document

Offer

For a non-renounceable, pro rata entitlement offer of Shares at an issue price of \$0.10 each on the basis of One (1) new Share for every Four (4) Shares held with a free attaching Listed Option (ASX:ICTO) on a 1 for 2 basis by Eligible Shareholders at the Record Date to raise up to approximately \$1,673,366 before costs (**Offer**).

Important Notice

This Offer Document is not a prospectus and has not been lodged with ASIC. Accordingly, this Offer Document does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding whether or not to invest in the Securities offered by this Offer Document.

This Offer Document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of the Offer. The Securities offered under this Offer Document should be considered highly speculative

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IMPORTANT INFORMATION

General

This Offer Document is dated 23 October 2015. This document is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required to make an informed decision regarding, or about the rights attaching to, the Securities offered by this Offer Document

No person is authorised to give information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

The Offer is an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than that required in a prospectus. Eligible Shareholders should therefore consider whether the securities offered under this document are a suitable investment in light of their own investment objectives and financial circumstances and the merits or risks involved, having regard to their own knowledge of the Company and the disclosures made by the Company to the ASX. If, after reading this Offer Document, Eligible Shareholders have any questions regarding the Offer, they should contact their stockbroker, lawyer, accountant or other professional adviser before deciding whether or not to accept the Offer.

Neither ASX nor ASIC takes any responsibility for the contents of this Offer Document or the merits of the investment to which this Offer Document relates.

Capitalised terms in this Offer Document are generally defined terms. Their meaning is set out in Section 1 of this Offer Document.

Risk factors

Before deciding to invest in the Company, Eligible Shareholders should read the entire Offer Document. In considering the prospects for the Company, Eligible Shareholders should consider the risk factors set out in Section 3 that could affect the performance of the Company. Eligible Shareholders should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, lawyer, accountant or other professional adviser before deciding to invest.

Applications for Securities

Applications for Securities by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form accompanying this Offer Document. The Entitlement and Acceptance Forms sets out an Eligible Shareholder's Entitlement to participate in the Offer.

The Offer made pursuant to this Offer Document is not made to persons to which, or in places in which, it would not be lawful to make such an offer of Securities. No action has been taken to register the Offer under this Offer Document or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Please refer to Section 1.8 for further information.

Financial amounts

All references in this Offer Document to “\$” or “A\$” are references to Australian currency unless otherwise stated.

Any discrepancies between the totals and sums of components in tables contained in this Offer Document are due to rounding.

CORPORATE DIRECTORY

Directors

Mr Ross Cotton- Executive Chairman
Mr Philip Re - Non-Executive Director
Mr Andrew Crevald - Non-Executive Director

Company Secretary

Mr Stuart Usher

Registered Office

Suite 1 GF
437 Roberts Road
SUBIACO WA 6008

Telephone: + 61 8 6380 2555

Facsimile: + 61 8 9381 1122

Solicitors

Price Sierakowski
Level 24, St Martin's Tower
44 St George's Terrace
Perth, WA 6000

Stock Exchange Listing

ASX Limited
(Home branch – Perth Western Australia)
ASX Code: ICT

Website

www.icollege.net

Share Registry

Link Market Services Limited
Level 4, 152 St George's Terrace
Perth WA 6000

Auditor

Bentleys Audit and Corporate (WA) Pty Ltd
Level 1, 12 Kings Park Road
West Perth WA 6005

Bankers

Commonwealth Bank Limited
Ground Floor, 50 St Georges Terrace
PERTH WA 6000

1. DETAILS OF THE OFFER

1.1 Structure of the Offer

The Company is undertaking a non-renounceable, pro rata entitlement offer of Securities consist of Shares at an issue price of \$0.10 each on the basis of One (1) new Shares for every Four (4) Shares held with a free attaching Listed Option (ICTO) on a 1 for 2 basis exercisable at \$0.20 each on or before 24 July 2017 by Eligible Shareholders at the Record Date to raise up to approximately \$1,673,366 before costs.

Before deciding to invest in the Company, you should consider the risk factors set out in Section 3 that could affect the performance of the Company.

Eligible Shareholders may also apply for Securities in excess of their Entitlement (see Section 1.6 for further information).

Entitlements under the Offer will be rounded down to the nearest whole number.

The Shares issued pursuant to the Offer (including Shortfall Shares) will be fully paid ordinary shares and will rank equally in all respects with existing Shares on issue. The free attaching Listed Options are the same in all respects to the existing Listed ICTO Options. A summary of the rights and liabilities attaching to the Securities are set out in Section 4.1 and in Section 4.2.

Eligible Shareholders are being sent this Offer Document together with a personalised original Entitlement and Acceptance Form and are invited to apply for new Securities. The Offer opens on 4 November 2015 and closes at 5.00pm (AEST) on 17 November 2015.

1.2 Timetable

The indicative timetable for the Offer is set out below.

Event	Date
Announcement of Offer, Appendix 3B, cleansing notice and Offer Document lodged with ASX	23 October 2015
Notice sent to Shareholders	27 October 2015
'Ex' date ¹	28 October 2015
Record Date (5.00pm (AEST)) ²	30 October 2015
Offer Document sent to Eligible Shareholders and announcement of issue of the Offer Document	4 November 2015
Opening Date	4 November 2015
Closing Date (5.00pm (AEST))	17 November 2015
Deferred settlement trading commences	18 November 2015
ASX notified of any under-subscriptions	20 November 2015
Issue of new Securities and deferred settlement trading ends	24 November 2015

Issue of holding statements and commencement of trading of new Securities	25 November 2015
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Notes:

1. The date from which Shares commence trading without the entitlement to participate in the Offer.
2. The date for determining the Entitlements of Eligible Shareholders to participate in the Offer.

All dates (other than the date of lodgement of the Offer Document with ASX) are indicative only. The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates of the Offer, including extending the Closing Date or accepting late acceptances, either generally or in particular cases, without notice.

1.3 Use of funds

Assuming various levels of subscription under the Offer, the funds raised under the Offer are planned to be used in accordance with the table set out below.

Use of funds	Level of subscription			
	25% ¹	50% ²	75% ³	100% ⁴
Expenses of the Offer	\$29,284	\$58,568	\$87,852	\$117,136
Working capital ⁵	\$62,751	\$125,502	\$188,254	\$251,005
Business acquisitions	\$87,852	\$175,703	\$263,555	\$351,407
Market & integration of existing course offerings	\$83,668	\$167,337	\$251,005	\$334,673
Investment in training initiatives with corporates, government & peak industry bodies	\$154,787	\$309,573	\$464,359	\$619,145
Total	\$418,342	\$836,683	\$1,255,025	\$1,673,366

Notes:

1. Assumes that 4,183,414 new Shares are issued under the Offer and the Company raises approximately \$418,342.
2. Assumes that 8,366,828 new Shares are issued under the Offer and the Company raises approximately \$836,683.
3. Assumes that 12,550,242 new Shares are issued under the Offer and the Company raises approximately \$1,255,025.
4. Assumes that 16,733,657 new Shares are issued under the Offer and the Company raises approximately \$1,673,366.
5. Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and cash reserves which may be used in connection with the Company's projects, as determined by the Board at the relevant time.

The above table is a statement of the Board's current intention as at the date of this Offer Document. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

1.4 Effect on capital structure

Assuming various levels of subscription under the Offer, the effect of the Offer on the capital structure of the Company is set out in the table below.

Shares	Level of subscription			
	25% ¹	50% ²	75% ³	100% ⁴
Existing Shares on issue	66,934,626	66,934,626	66,934,626	66,934,626
Shares issued under the Offer	4,183,414	8,366,828	12,550,242	16,733,657
Total	71,118,040	75,301,454	79,484,868	83,668,283

Notes:

1. Assumes that 4,183,414 new Shares are issued under the Offer and the Company raises approximately \$418,342.
2. Assumes that 8,366,828 new Shares are issued under the Offer and the Company raises approximately \$836,683.
3. Assumes that 12,550,242 new Shares are issued under the Offer and the Company raises approximately \$1,255,025.
4. Assumes that 16,733,657 new Shares are issued under the Offer and the Company raises approximately \$1,673,366.
5. The above table assumes that no other Shares are issued prior to the Record Date.

1.5 Effect on control

The Offer is a pro rata offer so that if all Eligible Shareholders take up their Entitlements, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Offer on control of the Company other than the dilution of any Ineligible Shareholders who are unable to participate in the Offer. If some Eligible Shareholders do not take up all of their Entitlements, then the voting power of those Eligible Shareholders will also be diluted.

1.6 Shortfall Shares

Any Shares which are offered to Eligible Shareholders as part of their Entitlement but are not taken up will comprise the **Shortfall Shares**.

Eligible Shareholders who have subscribed for their Entitlements in full may apply for Shortfall Shares by completing the relevant section of their Entitlement and Acceptance Form and returning it to the Company together with the relevant Application Monies.

The minimum subscription to Shortfall Shares is 20,000 Shares (\$2,000 worth).

Shortfall Shares will be allocated to Eligible Shareholders who apply for Shortfall Shares in accordance with the following policy (subject to availability):

1. firstly: the minimum subscription to Shortfall Shares is 20,000 Shares (i.e. \$2,000 worth); and
2. secondly, if the Eligible Shareholder applies for more than 20,000 Shortfall Shares, then they may receive the number of additional Shortfall Shares applied for pro rata to each relevant Eligible Shareholder's Entitlement.

Therefore, applications for Shortfall Shares may not be successful (whether wholly or partially) and the Company does not guarantee the allocation of Shortfall Shares to any applicant. The decision of the Company on the number of Shortfall Shares to be allocated (if any) will be final.

Any Application Monies received for more than an applicant's final allocation of Shortfall Shares will be refunded (without interest) by the Company in accordance with the Corporations Act.

Subject to the Corporations Act and the ASX Listing Rules, the Board reserves the right, in its absolute discretion, to use the 3 month period following the Closing Date to place the Shortfall Shares which are not taken up by Eligible Shareholders. The Shortfall Shares will be issued at the same issue price as offered to Eligible Shareholders under this Offer Document. The Board may invite persons to apply for Shortfall Shares by completing an application form and returning it to the Company together with the relevant Application Monies.

No Shortfall Shares will be placed to Directors or related parties of the Company, or any of their associates, and no Shortfall Shares will be placed to any person if it would cause that person or any of their associates to breach the takeover prohibition in section 606 of the Corporations Act.

1.7 Eligible Shareholders

An **Eligible Shareholder** is a person who:

- is registered as a holder of Shares as at 5.00pm (AEST) on the Record Date; and
- has a registered address in Australia or New Zealand, or is otherwise eligible under all applicable securities laws to receive an offer of Shares under the Offer.

Please refer to Section 1.8 for the treatment of foreign Shareholders.

A Shareholder who is not an Eligible Shareholder is an **Ineligible Shareholder**.

The Company has determined, in reliance on ASX Listing Rule 7.7.1, that it would be unreasonable to extend the Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;
- the small number and value of the Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- the cost of complying with the legal and regulatory requirements in the respective overseas jurisdictions.

Accordingly, the Offer is not being extended to any Shareholders outside Australia and New Zealand.

Where this Offer Document has been dispatched to an Ineligible Shareholder and where that jurisdiction's law, code or legislation prohibits or restricts in any way the making of the Offer, this Offer Document is provided for information purposes only.

1.8 Foreign Shareholders

The Offer is only made to, and available for acceptance by, Eligible Shareholders. This Offer Document and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Return of a completed Entitlement and Acceptance Form or payment to the Company will be taken by the Company to constitute a representation and warranty by the applicant that it is eligible to receive an offer of, and be issued, Shares under the Offer and that there has been no breach of applicable securities laws.

The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and anyone who receives this Offer Document should seek advice on and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares or the Offer, or otherwise permit a public offering of Shares, in any jurisdiction outside Australia. Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

The offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

1.9 No rights trading

Entitlements under the Offer are non-renounceable and accordingly cannot be traded on the ASX or any other stock exchange, or privately transferred.

1.10 Minimum subscription

There is no minimum subscription in respect of the Offer.

1.11 Lead Manager and Corporate Advisor

The Company and DJ Carmichael Pty Ltd (**DJC**) have entered into a Corporate Advisory Services Mandate pursuant to which DJC will act as Lead Manager to the rights issue shortfall where it will establish and facilitate demand, on a best endeavours basis, for any rights issue shortfall.

In consideration for being Lead Manager and Corporate Advisor, the Company has agreed to pay DJC a fee equal to 6% plus GST of the gross amount raised under the rights issue shortfall by DJC.

1.12 Trading in new Shares

The issue of Securities under the Offer will occur in accordance with the timetable set out in Section 1.2. Upon new Securities being issued under the Offer, holding statements will be sent to applicants as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the new Securities. Applicants who sell their Securities before they receive their holding statement will do so at their own risk.

1.13 Applications Monies

All Application Monies for Shares to be issued pursuant to the Offer will be held in the Subscription Account on behalf of applicants until the Shares are issued or, if the Shares are not issued, until the Application Monies are returned to applicants. All interest earned on Application Monies (including those which do not result in the issue of new Shares) will be retained by the Company.

Amounts received by the Company in excess of an applicant's Entitlement (**Excess Amount**) may be treated as an application to apply for as many Shortfall Shares as the Excess Amount will pay for in full. Alternatively, such applications may not be accepted.

Any Applications Monies received for more than an applicant's final allocation of Shares and Shortfall Shares (if any) will be refunded as soon as practicable after the Closing Date

If Shares are not issued to an applicant, a cheque will be drawn and the relevant Application Monies will be refunded as soon as practicable after the Closing Date.

1.14 ASX quotation

The Company will apply to ASX within 5 business days after the date of this Offer Document for quotation of the Securities offered under this Offer Document.

If approval for quotation of the Securities to be issued under the Offer is not granted within 3 months after the date of this Offer Document, the Company will not issue any Securities and all Application Monies will be repaid without interest as soon as practicable.

1.15 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). ASX Settlement Pty Limited (**ASX Settlement**), a wholly-owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

ASX Settlement will send a CHESS statement to Shareholders who are broker sponsored following the completion of the Offer. Each CHESS statement will set out the number of new Shares issued to the Shareholder under this Offer Document, and provide details of the Shareholder's holder identification number and the participant identification number of the sponsor. CHESS allotment advices will be sent by the Share Registry.

The Share Registry will send a statement to Shareholders who are registered on the issuer sponsored sub-register following the completion of the Offer. Each statement will contain the number of new Shares issued to the Shareholder under this Offer Document and the Shareholder's security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes.

2. HOW TO APPLY

This Section 2 sets out the choices for an Eligible Shareholder with respect to applying for new Shares under the Offer. Please refer to Section 1.7 to determine who is an Eligible Shareholder.

2.1 Choices available

Eligible Shareholders may do any of the following:

- take up all or part of their Entitlement (refer to Section 2.2); or
- do nothing (refer to Section 2.3).
- apply for Shortfall Shares (refer to Section 1.6)

The Offer is a non-renounceable pro rata offer to Eligible Shareholders. Eligible Shareholders who take up their Entitlement in full will not have their percentage shareholding in the Company diluted by the Offer. The percentage shareholdings of Eligible Shareholders who do not take up all of their Entitlement will be diluted. For further details on the effect of the Offer on control of the Company, please refer to Section 1.5.

2.2 Take up all or part of Entitlement

Eligible Shareholders who wish to take up all or part of their Entitlement under the Offer should complete the Entitlement and Acceptance Form in respect of the number of new Shares (including any Shortfall Shares) they wish to subscribe for and arrange for payment of the Application Monies in accordance with Section 2.4.

2.3 Allow all or part of Entitlement to lapse

If Eligible Shareholders decide not to accept all or part of their Entitlement under the Offer, or fail to accept their Entitlement by the Closing Date, the part of their Entitlement not accepted will lapse. The Shares not subscribed for will form part of the Shortfall Shares.

Eligible Shareholders should note that if they do not take up their Entitlement in full then although they will continue to own the same number of Shares, their percentage holding in the Company may be reduced.

2.4 Making an application

Submit a completed Entitlement and Acceptance Form together with a cheque, bank draft or money order.

Applicants should:

- complete the personalised Entitlement and Acceptance Form accompanying this Offer Document in accordance with the instructions set out on that form, and indicate the number of new Shares (including any Shortfall Shares) they wish to subscribe for; and
- return the form to the Share Registry (address details below) together with a cheque, bank draft or money order which must be:
 - in respect of the full Application Monies (being [entitlement shares] multiplied by the number of new Shares (including any Shortfall Shares) they wish to subscribe for); and
 - in Australian currency drawn on an Australian branch of a financial institution; and

- made payable to iCollege Ltd – Entitlement Issue Account and crossed 'Not Negotiable'.

Applicants should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of the cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay for the number of Shares applied for in the Entitlement and Acceptance Form in full, the applicant will be taken to have applied for the lowest number of whole Shares as the cleared Application Monies will pay for (and to have specified that number of Shares in the Entitlement and Acceptance Form). Alternatively, the application will be rejected.

Cash payments will not be accepted. Receipts for payment will not be issued.

Applicants need to ensure that their completed Entitlement and Acceptance Form and cheque, bank draft or money order reaches the Share Registry at the address below by no later than 5.00pm (AEST) on 17 November 2015.

Completed Entitlement and Acceptance Forms should be returned to the Share Registry at the following address:

If by post:

iCollege Limited

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235 Australia If by hand (please do not use this address for mailing purposes):

Link Market Services Limited

1A Homebush Bay Drive,

Rhodes NSW 2138 Entitlement and Acceptance Forms (and payment of Application Monies) may not be accepted if received after 5.00pm (AEST) on the closing date.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

One (1) New Option with an exercise price of \$0.20 and an expiry date of 24 July 2017 will be issued for every four (4) Shares subscribed for and issued under the Offer.

2.5 Representations by acceptance

Returning a completed Entitlement and Acceptance Form will be taken to constitute a representation by the applicant that it:

- has received a printed or electronic copy of this Offer Document accompanying the form and has read it in full;
- agrees to be bound by the terms of this Offer Document and the Constitution;
- makes the representations and warranties in Section 1.8 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of Shares under the Offer;
- declares that all details and statements in the Entitlement and Acceptance Form are complete and accurate;

- declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Entitlement and Acceptance Form;
- acknowledges that once the Entitlement and Acceptance Form is returned its acceptance may not be withdrawn;
- agrees to being issued the number of new Shares it applies for at \$0.10 each (or a lower number issued in a way described in this Offer Document) and, subject to Section 1.6, to being issued up to the number of Shortfall Shares it applies for at \$0.10 each;
- authorises the Company to register it as the holder(s) of the Securities issued to it under the Offer;
- acknowledges that the information contained in this Offer Document is not investment advice or a recommendation that the Securities are suitable for it, given its investment objectives, financial situation or particular needs; and
- authorises the Company and its officers or agents to do anything on its behalf necessary for the new Securities to be issued to it, including correcting any errors in its Entitlement and Acceptance Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Entitlement and Acceptance Form.

3. RISK FACTORS

3.1 General

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business. Whilst the Directors recommend that Shareholders take up their Entitlement, there are numerous risk factors involved in an investment in the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which Shares will trade.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. Please note that the summary is not exhaustive and investors should examine the contents of this Offer Document in its entirety and consult with their stockbrokers, lawyers, accountants or other professional advisers before deciding whether or not to apply for Shares.

3.2 Specific risks

(a) Managing Growth

The Company's success will depend on its ability to expand its operations. If the Company is unable to successfully manage the expansion of its business and its integration of acquired businesses, its financial condition and results of operations could be materially adversely affected.

(b) Government legislation and compliance framework

The ability of the Company to deliver training courses is subject to approved funding received from State Education Departments. The Company prioritises adherence to all regulatory and governance obligations in regards to all aspects of Government funding requirements.

3.3 General risks

(a) Introduction

The Securities offered under this Offer Document are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Offer Document and to consult their professional advisers before deciding whether to apply for the Securities pursuant to this Offer Document.

There are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

(b) General economic climate

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's, development activities, as well as on its ability to fund those activities.

(c) Share market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) Future capital needs

The funding of any further ongoing capital requirements beyond the requirements as set out in this Offer Document will depend upon a number of factors including the extent of the Company's ability to generate income from activities which the company cannot forecast with any certainty.

Any additional equity financing will be dilutive to shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may not be able to take advantage of opportunities. Further, the

Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

(e) Taxation

The acquisition and disposal of shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring the Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for the Securities under this Offer Document.

(f) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Offer Document. Therefore, the Securities offered pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital of the market value of the Securities.

4. ADDITIONAL INFORMATION

4.1 Rights and liabilities attaching to Shares

The rights attaching to the Shares are set out in the constitution of the Company. A broad summary (although not an exhaustive or definitive statement) of the rights attaching to the Shares are outlined below.

(a) Ranking of Shares

At the date of this Offer Document, all shares in the Company are of the same class and rank equally in all respects.

(b) Voting rights

Subject to any special rights or restrictions (at present there are none), at any Shareholder meeting, each Shareholder present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

(c) Dividend rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

(d) Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) Transfer of Shares

Subject to the constitution of the Company, the Corporations Act and other relevant laws, the Shares are freely transferable.

(f) General meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's constitution, the Corporations Act and any other laws.

(g) Rights on winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- divide among the Shareholders the whole or any part of the Company's property; and
- decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets (following full satisfaction of all creditors debts) on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

4.2 Rights and liabilities attaching to Listed Options

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.20 (Exercise Price).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on 24 July 2017 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Quotation

The Company will apply for quotation of the Options on ASX.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

4.2 No prospectus

The Offer complies with the requirements of section 708AA of the Corporations Act as notionally modified by ASIC Class Orders CO 07/571 and CO 08/35. Accordingly, neither this Offer Document nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Offer will be prepared.

4.3 Continuous disclosure

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Some documents relating to the Company are required to be lodged with ASIC. These documents may be obtained from, or inspected at, an ASIC office.

4.4 Financial information

The Company published its Annual Financial Report for the period ended 30 June 2015 (**Annual Report**) on 29 September 2015. Shareholders should refer to the Annual Report on the Company website at www.icollege.net and related announcements on the ASX website at www.asx.com.au if they wish to obtain more detailed disclosures and commentary on historical financial information.

Investors should note that past price performance of the Company's Shares provides no guidance as to future price performance.

4.5 Taxation implications

It is the responsibility of all Shareholders to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences for Shareholders as a result of the matters referred to in this Offer Document.

4.6 Privacy disclosure

Persons who apply for new Shares under this Offer Document are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications, to provide facilities and services to security holders and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares may not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

4.7 Governing law

This Offer Document and the contracts formed on acceptance of the Entitlement and Application Forms are governed by the laws applicable in Western Australia. Each applicant for Shares and Shortfall Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

4.8 Entire agreement

The terms contained in this Offer Document constitute the entire agreement between the Company and you as to the Offer and your participation in it to the exclusion of all prior representations, undertakings and agreements between the Company and you.

4.9 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional adviser without delay.

Shareholders who:

- have questions relating to the calculation of their Entitlement;
- have questions on how to complete an Entitlement and Acceptance Form or take up their Entitlements; or

- have lost their Entitlement and Acceptance Form and would like a replacement form,

should contact the Company's Share Registry, Link Market Services Limited on +61 1300 554 474 between 8:30am to 5:30pm (AEST) during the Offer period.

Enquiries relating to this Offer Document should be directed to the Company by telephone on +61 86380 2555 fax on +61 8 9381 1122.or by email to susher@icollge.net .

5. DEFINITIONS

AEST means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

Application Monies means monies received from persons applying for Shares under the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means the official settlement and operating rules of ASX Settlement.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date means means the date that the Offer closes which is 5.00pm (AEST) 17 November 2015, or such other time and date as the Board determines.

Company means iCollege Limited ACN 105 012 066.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Shareholder has the meaning given in Section 1.7.

Entitlement means the entitlement of an Eligible Shareholder to subscribe for 1 new Share for every 4 Shares held with a free attaching Listed Option on a 1 for 2 basis at the Record Date pursuant to the Offer.

Entitlement and Acceptance Form means a personalised acceptance form in the form accompanying this Offer Document pursuant to which applicants may apply for Shares.

Ineligible Shareholder has the meaning given in Section 1.7.

Listed Option means an option listed on the ASX, exercisable at 20 cents on or before 24 July 2017 with an ASX code of ICTO.

Offer means the offer of Shares made under this Offer Document.

Offer Document means this offer document dated 23 October 2015.

Opening Date means the first date for receipt of acceptances under the Offer, being 9:00am (AEST) on 4 November 2015, or such other time and date as the Board determines.

Record Date means the date for determining the Entitlements of Shareholders under the Offer, being 5.00pm (AEST) on 29 October 2015.

Securities means Shares and Listed Options.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Link Market Services Limited.

Shareholder means a holder of one or more Shares.

Shortfall Shares has the meaning given in Section 1.6.